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NICOLA STEVEN E

Form 4 November 14											
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	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287			
Check thi if no long	er								Expires:	January 31 2005	
subject to Section 16. Form 4 or				GES IN BENEFICIAL OWI SECURITIES				NERSHIP OF	Estimated average burden hours per response 0		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the		ility Hold	ing Com	pany	Act of	e Act of 1934, f 1935 or Section 40	·		
(Print or Type R	Responses)										
NICOLA STEVEN F Symbol MATTH				ssuer Name and Ticker or Trading pol				5. Relationship of Reporting Person(s) to Issuer			
			IEWS INTERNATIONAL MATW]				(Check all applicable)				
(Last)	(First)	(Middle)					Director X Officer (give below) Chief Fina	give title 10% Owner give title Other (specify below) Financial Officer, Secre			
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4	posed	of	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	11/12/2008			Code V A <u>(1)</u>	Amount 16,140	(D) A	Price \$ 0	(Instr. 3 and 4) 77,055	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NICOLA STEVEN F							
			Chief Financial Officer, Secre				

Signatures

Steven F. Nicola	11/14/2008
**Signature of	Date

Reporting Person

ing Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Award of restricted stock under the Company's 2007 Equity Incentive Plan, subject to the agreement entered into under the Plan. In general, 50% of the shares vest on November 12, 2011, subject to continuing employment at that time. The remaining 50% of the shares used in increase the company's and 140% of the shares of the Company's 2007 Equity Incentive Plan, subject to continuing employment at that time.

(1) vest in increments of one-third upon the stock price of the Company reaching 110%, 125% and 140% of the price of the Company's common stock on the date of the award for ten consectuive trading days, respectively, and in any event no earlier than one year from the date of the grant, subject to continuing employment at that time. Shares that do not achieve the stock price thresholds on or before November 12, 2013 will be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.